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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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OMB No 1545-0052




2013

Open to Public Inspection


For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE DAVENPORT FAMILY FOUNDATION C/O BALDWIN FAMILY OFFICE LLC		<b>A Employer identification number</b>  23-7871419	
Number and street (or P O box number if mail is not delivered to street address) 100 FOUR FALLS CORP CTR NO 202		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code POCOPSON, PA 193669998		<b>B Telephone number</b> (see instructions)  (610) 260-1555	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 49,982,018		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	1,496,504	1,496,504		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	330,161			
	b Gross sales price for all assets on line 6a 3,654,401				
	7 Capital gain net income (from Part IV, line 2) . . .		330,161		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,826,665	1,826,665		
	13 Compensation of officers, directors, trustees, etc	165,000	16,500		148,500
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .	37,939	3,794		34,145
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	14,100	1,410		12,690
	c Other professional fees (attach schedule) . . . . .	184,855	184,855		0
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	20,947	2,002		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	4,033	0		4,033
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	426,874	208,561		199,368
	25 Contributions, gifts, grants paid . . . . .	1,992,250			1,992,250
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,419,124	208,561		2,191,618
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-592,459			
	b <b>Net investment income</b> (if negative, enter -0-)		1,618,104		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	11,817	9,560	9,560
	2	Savings and temporary cash investments . . . . .	323,612	482,395	482,395
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	9,838,290	 8,336,990	8,336,990
	b	Investments—corporate stock (attach schedule) . . . . .	28,410,452	 34,225,789	34,225,789
	c	Investments—corporate bonds (attach schedule). . . . .	6,324,155	 6,927,284	6,927,284
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ 4,567 Less accumulated depreciation (attach schedule) ▶ 4,567			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	44,908,326	49,982,018	49,982,018	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	44,908,326	49,982,018	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	44,908,326	49,982,018	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	44,908,326	49,982,018	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . .	1	44,908,326
2	Enter amount from Part I, line 27a . . . . .	2	-592,459
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	5,666,151
4	Add lines 1, 2, and 3 . . . . .	4	49,982,018
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	49,982,018

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,654,401		3,324,240	330,161
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			330,161
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	330,161
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . . }		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,936,046	44,397,475	0 043607
2011	1,915,869	42,112,248	0 045494
2010	1,919,773	39,443,167	0 048672
2009	2,074,776	36,863,314	0 056283
2008	2,130,724	43,042,481	0 049503

2 Total of line 1, column (d). . . . .	2	0 243559
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 048712
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	47,779,364
5 Multiply line 4 by line 3. . . . .	5	2,327,428
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	16,181
7 Add lines 5 and 6. . . . .	7	2,343,609
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	2,191,618

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	32,362
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	32,362
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	32,362
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	8,000
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	8,400
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	16,400
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	15,962
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A    Statements Regarding Activities**

<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	<b>1a</b>	Yes	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		No
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	<b>6</b>	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> PA _____			
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶BALDWIN FAMILY OFFICE - E MECK Telephone no ▶(610) 260-0689 Located at ▶100 FOUR FALLS CORP CTR S202 WEST CONSHOHOCKEN PA ZIP +4 ▶19428			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?. . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No



Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	47,268,685
b	Average of monthly cash balances. . . . .	1b	1,238,284
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	48,506,969
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	48,506,969
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	727,605
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,779,364
6	Minimum investment return. Enter 5% of line 5. . . . .	6	2,388,968

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6. . . . .	1	2,388,968
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	32,362
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	32,362
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	2,356,606
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	2,356,606
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	2,356,606

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	2,191,618
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,191,618
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	2,191,618
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,356,606
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			2,141,827	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				
e From 2012. . . . .				
f Total of lines 3a through e. . . . .	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,191,618				
a Applied to 2012, but not more than line 2a			2,141,827	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				49,791
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				2,306,815
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a . . . . .					
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

PETER D DAVENPORT

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Form 990-PF (2013)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,992,250
b Approved for future payment				
Total . . . . .			3b	0


Enter gross amounts unless otherwise indicated

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes


Form **990-PF** (2013)



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
BUGLES ACROSS AMERICA 1824 S CUYLER AVE BERWYN,IL 604022052	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
CANINE PARTNER FOR LIFE PO BOX 170 COCHRANVILLE,PA 193300170	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	30,000
CHESTER COUNTY FOOD BANK 1208 HORSESHOE ROAD DOWNINGTOWN,PA 19335	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200,000
CHESTER COUNTY HOSPITAL 701 EAST MARSHALL STREET WEST CHESTER,PA 19380	NONE	PUBLIC CHARITY	EQUIPMENT/FACILITIES	577,000
CHESTER RIVER HEALTH FOUNDATION 100 BROWN STREET CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,000
DELAWARE MUSEUM OF NATURAL HISTORY PO BOX 3937 WILMINGTON,DE 19801	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	14,550
FIRST BOOK - PHILADELPHIA RODIN PLACE SUITE 201 2000 HAMILTON STREET PHILADELPHIA,PA 19116	NONE	PUBLIC CHARITY	SUPPLIES	10,000
HORIZONS OF KENT COUNTY 201 TALBOT BOULEVARD CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,700
KALMAR NYCKEL FOUNDATION 1124 EAST SEVENTH ST WILMINGTON,DE 19801	NONE	PUBLIC CHARITY	REPAIRS	20,000
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N WASHINGTON ST STE 400 ALEXANDRIA,VA 22314	NONE	PUBLIC CHARITY	SCHOLARSHIP PROGRAM	50,000
MIDSHORE RIVERKEEPER CONSERVANCY INC 24 N HARRISON STREET EASTON,MD 21601	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	150,000
NEXT STEP FUND INC 86A SHERMAN STREET CAMBRIDGE,MA 02140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	57,000
OPERATION WARM 1653 BRINTONS BRIDGE ROAD CHADDS FORD,PA 19317	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	200,000
PHILADELPHIA MUSEUM OF ART BOX 7646 PHILADELPHIA,PA 191017646	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
PHILADELPHIA SKATING CLUB 116 JOHN STREET SUITE 1201 NEW YORK,NY 16375	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	70,000
<b>Total . . . . .</b>  <b>3a</b>				1,992,250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
RADCLIFFE CREEK SCHOOL INC 201 TALBOT BOULEVARD CHESTERTOWN, MD 21620	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	63,000
THE MERCERSBURG ACADEMY 300 E SEMINARY STREET MERCERSBURG, PA 17236	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	260,000
WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN, MD 21620	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	250,000
<b>Total</b> . . . . .  <b>3a</b>				1,992,250



**TY 2013 Accounting Fees Schedule****Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING/ADMIN FEES	0	0		0
BALDWIN FAMILY OFFICE FEES	14,100	1,410		12,690

## TY 2013 Investments Corporate Bonds Schedule

**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN EXPRESS CREDIT CORP DTD 7/29/2013 1.3% 7/29/2016 330000 PV	332,554	332,554
APPLE INC NT DTD 5/3/2013 2.4% 600000 PV	539,526	539,526
CISCO SYS INC SR NT DTD 3/16/2011 3.15% 3/14/2017 180000 PV	190,474	190,474
UNITED TECHNOLOGIES CORP DTD 4/29/2005 4.875% 5/1/2015 445000 PV	470,276	470,276
BEAR STEARNS COS LLC DTD 10/2/2007 6.4% 10/2/2017 0 PV	0	0
CATERPILLAR FIN SERVICE CORP DTD 9/26/2008 7.05% 10/1/2018 500000 PV	603,245	603,245
GENERAL ELEC CAP CORP DTD 2/11/2011 5.3% 2/11/2021 550000 PV	615,241	615,241
HONEYWELL INTERNATIONAL DTD 2/20/2009 5% 2/15/2019 600000 PV	674,184	674,184
IBM CORP DTD 11/1/1989 8.375% 11/1/2019 470000 PV	612,137	612,137
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 300000 PV	310,776	310,776
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 550000 PV	635,564	635,564
PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 410000 PV	512,492	512,492
TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 325000 PV	334,298	334,298
WACHOVIA BANK NA DTD 3/9/2006 5.6% 3/15/2016 380000 PV	416,149	416,149
WAL-MART STORES DTD 2/15/2000 7.55% 2/15/2030 235000 PV	316,357	316,357
WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 315000 PV	364,011	364,011

TY 2013 Investments Corporate  
Stock Schedule

**Name:** THE DAVENPORT FAMILY FOUNDATION  
C/O BALDWIN FAMILY OFFICE LLC  
**EIN:** 23-7871419

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO 4600 SHARES	645,150	645,150
ABBOTT LABORATORIES 5000 SHARES	191,650	191,650
ABBVIE 5000 SHARES	264,050	264,050
ALTRIA GROUP INC 17000 SHARES	652,630	652,630
AMERICAN EXPRESS CO. 7000 SHARES	635,110	635,110
APACHE CORP 2000 SHARES	171,880	171,880
APPLE INC. 2000 SHARES	1,122,040	1,122,040
APPLIED MATERIALS (SOLD IN 2013) 0 SHARES	0	0
AT&T INC 10000 SHARES	351,600	351,600
AUTOMATIC DATA PROCESSING INC. 8550 SHARES	690,831	690,831
CATERPILLAR INC. 1500 SHARES	136,215	136,215
CHEVRON CORP 7000 SHARES	874,370	874,370
CISCO SYSTEMS 15500 SHARES	347,665	347,665
COLGATE PALMOLIVE CO. 3400 SHARES	221,714	221,714
CONOCOPHILLIPS 7000 SHARES	494,550	494,550
CORNING INC. 10000 SHARES	178,200	178,200
DANAHER CORP 10000 SHARES	772,000	772,000
DOMINION RESOURCES INC VIRGINIA 3100 SHARES	200,539	200,539
EASTMAN CHEMICAL CO. 12000 SHARES	968,400	968,400
EMERSON ELECTRIC CO. 8500 SHARES	596,530	596,530
ENGILITY HLDGS INC COM (SOLD IN 2013) 0 SHARES	0	0
EXELON CORPORATION 3000 SHARES	82,170	82,170
EXXON MOBIL CORPORATION 6890 SHARES	697,268	697,268
FRANKLIN RESOURCES INC. 1700 SHARES	294,423	294,423
GENERAL ELECTRIC CO. 8400 SHARES	235,452	235,452
H J HEINZ CO. (SOLD IN 2013) 0 SHARES	0	0
HONEYWELL INTERNATIONAL INC 10000 SHARES	913,700	913,700
ILLINOIS TOOL WORKS 3000 SHARES	252,240	252,240
INTEL CORP. 11900 SHARES	308,865	308,865
INTL BUSINESS MACHINES CORP. 4400 SHARES	825,308	825,308

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON 6800 SHARES	622,812	622,812
JPMORGAN CHASE & CO 8500 SHARES	497,080	497,080
KELLOGG CO. 8000 SHARES	488,560	488,560
L-3 COMMUNICATIONS HLDGS INC 2000 SHARES	213,720	213,720
LOCKHEED MARTIN CORP. 3500 SHARES	520,310	520,310
MCDONALDS CORP. 2500 SHARES	242,575	242,575
MCGRAW HILL INC. 2000 SHARES	156,400	156,400
MEDTRONIC INC. 6000 SHARES	344,340	344,340
MERCK & CO INC 4500 SHARES	225,225	225,225
MICROSOFT CORP. 17000 SHARES	635,970	635,970
NEXTERA ENERGY INC 7500 SHARES	642,150	642,150
NORTHERN TRUST CORP 2500 SHARES	154,725	154,725
NOVARTIS AG ADR 5500 SHARES	442,090	442,090
NUCOR CORP (SOLD IN 2013) 1850 SHARES	0	0
OMNICOM GROUP 8467 SHARES	629,691	629,691
ORACLE CORP 15000 SHARES	573,900	573,900
PEPSICO INC. 8500 SHARES	704,990	704,990
PFIZER INC. 271370 SHARES	8,312,063	8,312,063
PG&E CORP 9000 SHARES	362,520	362,520
PHILLIPS 66 3500 SHARES	269,955	269,955
PROCTER & GAMBLE CO. 9400 SHARES	765,254	765,254
QUALCOMM CORP. 6500 SHARES	482,625	482,625
SCHLUMBERGER LTD. 8000 SHARES	720,880	720,880
TARGET CORP 6000 SHARES	379,620	379,620
UNITED TECHNOLOGIES CORP. 9000 SHARES	1,024,200	1,024,200
VARIAN MEDICAL SYSTEMS INC 6400 SHARES	497,216	497,216
WALT DISNEY CO. 5000 SHARES	382,000	382,000
WATERS CORP 3000 SHARES	300,000	300,000
YUM BRANDS INC 6750 SHARES	510,368	510,368

# TY 2013 Investments Government Obligations Schedule

**Name:** THE DAVENPORT FAMILY FOUNDATION  
C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

<b>US Government Securities - End of</b>	
<b>Year Book Value:</b>	8,336,990
<b>US Government Securities - End of</b>	
<b>Year Fair Market Value:</b>	8,336,990
<b>State &amp; Local Government</b>	
<b>Securities - End of Year Book</b>	
<b>Value:</b>	0
<b>State &amp; Local Government</b>	
<b>Securities - End of Year Fair</b>	
<b>Market Value:</b>	0

**TY 2013 Other Expenses Schedule****Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TELEPHONE	542	0		542
INSURANCE	2,200	0		2,200
DUES/MEMBERSHIP FEES	725	0		725
POSTAGE/SHIPPING EXPENSE	365	0		365
BANK FEES	201	0		201

TY 2013 Other Increases Schedule

**Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Description	Amount
NET CHANGE IN UNREALIZED APPRECIATION FOR TAX YEAR	5,666,151

**TY 2013 Other Professional Fees Schedule****Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	184,855	184,855		0



**TY 2013 Taxes Schedule****Name:** THE DAVENPORT FAMILY FOUNDATION

C/O BALDWIN FAMILY OFFICE LLC

**EIN:** 23-7871419

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,002	2,002		0
EXCISE TAXES	18,945	0		0